SIMON PROPERTY GROUP INC /DE/

Form 4 March 02, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

obligations

may continue.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Last)

Security

(Instr. 3)

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(Print or Type Responses)

1. Name and Address of Reporting Person * CONTIS DAVID J

(First)

2. Issuer Name and Ticker or Trading

Symbol

SIMON PROPERTY GROUP INC

/DE/[SPG]

(Month/Day/Year) 02/28/2017

225 W. WASHINGTON ST.

(Middle)

(Street) 4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

3. Date of Earliest Transaction

4. Securities

(A)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below)

Sr. EVP/Pres.- Simon Malls

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

INDIANAPOLIS, IN 46204

(Zip) 1. Title of 2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if Code Disposed of (D) (Month/Day/Year)

TransactionAcquired (A) or (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

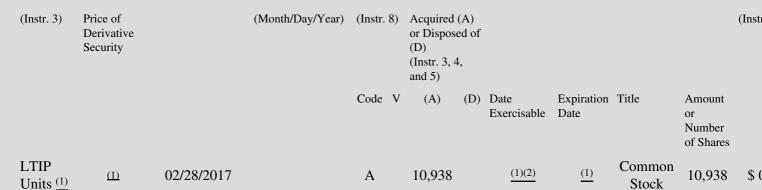
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Deri Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CONTIS DAVID J 225 W. WASHINGTON ST. INDIANAPOLIS, IN 46204

Sr. EVP/Pres.- Simon Malls

Signatures

/s/ David J. Contis by his attorney-in-fact, Steven E.

03/02/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents long-term incentive performance ("LTIP") units of Simon Property Group, L.P. (the "Operating Partnership"), of which Simon Property Group, Inc. (the "Company") is the general partner, issued as long-term incentive compensation pursuant to the Operating

- (1) Partnership's 1998 Stock Incentive Plan in compliance with Rule 16b-3. When earned and vested, each LTIP unit may be converted into a unit of limited partnership interest ("Partnership Unit"). Each Partnership Unit may be exchanged for a share of the Company's common stock, or cash, as selected by the Company.
 - On April 16, 2014, the reporting person was awarded a maximum of 27,524 LTIP units, subject to certain performance conditions. On February 28, 2017, the Compensation Committee of the Board of Directors of the Company determined that the extent to which the
- (2) performance measures had been achieved during the performance period resulted in 39.7%, or 10,938 of the LTIP units becoming earned LTIP units. The earned LTIP units vest in two equal installments on January 1, 2018 and January 1, 2019 subject to a continued service requirement.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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